

**AMENDMENT NO. 1
TO THE AGREEMENT BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA
AND
STANDARD AERO LTD.**

This agreement ("Amendment No. 1") is made and entered into on this . day of _____, 2008 ("Effective Date") by and between the City of Santa Clara, California, a chartered California municipal corporation, with its principal place of business located at 1500 Warburton Avenue, Santa Clara, California 95050 ("City") and Standard Aero Ltd, a Canadian corporation with its principal place of business located at 33 Allen Dyne Road, Winnipeg, Manitoba, Canada, R3H1A1 ("Contractor"). Contractor and City may be referred to herein individually as a "Party" or collectively as the "Parties" or the "Parties to this Amendment No. 1."

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for the Performance of Services by and Between the City of Santa Clara and Standard Aero, dba Standard Aero Energy", dated August 30, 2007 (the "Original Agreement"); and
- B. The Parties entered into the Original Agreement for the purpose of having Contractor provide engine overhaul, maintenance and repair to the Allison 501-KB, 501-KB5 engines and associated equipment.

In consideration of the above Recitals and the following mutual covenants and obligations, the Parties agree as follows:

AGREEMENT PROVISIONS

- 1. That Exhibit B of the Original Agreement, entitled "Schedule of Fees" is hereby amended to read as follows: In no event shall the amount billed to City by Contractor for Services performed under this Agreement exceed five hundred fifty (\$550,000.00) dollars, subject to budget appropriations.
- 2. The Agreement for the Performance of Services by and between the City of Santa Clara and Standard Aero, dba Standard Aero Energy, dated August 30, 2007, recently had a change in name to Standard Aero Ltd. Therefore, all references to Standard Aero, dba Standard Aero Energy in the Original Agreement shall be amended to read "Standard Aero Ltd."

(Continued on Page 2 of this Amendment No. 1)

3. All other terms of the Original Agreement which are not in conflict with the provisions of this Amendment No. 1 shall remain unchanged in full force and effect. In case of a conflict in the terms of the Original Agreement and this Amendment No. 1, the provisions of this Amendment No. 1 shall control.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 1 as evidenced by the following signatures of their duly authorized representatives. It is the intent of the Parties that this Amendment No. 1 shall become operative on the Effective Date first set forth above.

**CITY OF SANTA CLARA, CALIFORNIA,
a chartered California municipal corporation**

APPROVED AS TO FORM:

HELENE L. LEICHTER
City Attorney

JENNIFER SPARACINO
City Manager

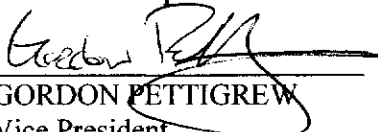
ATTEST:

ROD DIRIDON, JR.
City Clerk

1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Facsimile: (408) 241-6771

"City"

**STANDARD AERO LTD.
a Canadian corporation**

By: 
GORDON PETTIGREW
Title: Vice President
Address: 33 Allen Dyne Road
Winnipeg, Manitoba
Canada R3H 1A1
Telephone: (204) 788-5470
Facsimile: (204) 783-1379

"Contractor"